

EXECUTED IN 8 COUNTERPARTS

No. 3

PULLMAN TRANSPORT LEASING COMPANY

EQUIPMENT TRUST

RECORDATION NO.

5889-B

FILED & RECORDED

OCT 16 1973 - 3 30 PM

Series 2

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT

Dated as of June 15, 1973

TO

EQUIPMENT TRUST AGREEMENT

Dated as of December 15, 1970

BY AND BETWEEN

FIRST NATIONAL CITY BANK,  
Trustee

AND

PULLMAN TRANSPORT LEASING COMPANY

SUPPLEMENTAL AGREEMENT (the "Supplement") dated as of June 15, 1973, to EQUIPMENT TRUST AGREEMENT (the "Agreement") dated as of December 15, 1970, by and between FIRST NATIONAL CITY BANK, a national banking association incorporated and existing under the laws of the United States, as Trustee (the "Trustee"), and PULLMAN TRANSPORT LEASING COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (the "Company").

WHEREAS, in accordance with Section 5.06 of the Agreement the Company has sold, assigned and transferred to the Trust the equipment first described below in substitution for the equipment subject to the Agreement second described below, and

WHEREAS, Section 12.01 of the Agreement authorizes the Company and the Trustee to enter into this Supplemental Agreement without the consent of the holders of the Equipment Trust Certificates issued under the Agreement;

NOW THEREFORE, it is hereby agreed that Schedule A to the Agreement is hereby amended to: 1) add to such Schedule A and subject to the terms of the Agreement the following described equipment:

<u>Quantity</u>	<u>Description</u>	<u>Car Number</u>
47	4,427 Cu. Ft. Capacity 100-ton Covered Hopper Car	TLCX 19045-19074, TLDX 5369, 5370, 5408, 5409, 5415-5418, 6349, 6351, 6478-6484

and 2) delete from such Schedule A and release from the terms of the Agreement the following described equipment:

<u>Quantity</u>	<u>Description</u>	<u>Car Number</u>
26	4,740 Cu. Ft. 100-ton Covered Hopper Car	TLCX 30129, 30276, 30287, 30296, 30310, 30368, 30415, 30422, 30439, 30511, 30680, 30681, 30755, 30759, 30766, 30873, 30967, 31033, 31037, 31042, 31049,  MILW 100003, 100011, 100064, 100110, 100242

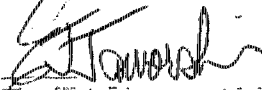
<u>Quantity</u>	<u>Description</u>	<u>Car Number</u>
1	20,800 Gal. Non-insulated Tank Car	TLDX 120044

Except as amended herein, the Agreement will continue in full force and effect.

IN WITNESS WHEREOF, the Company and the Trustee have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals duly attested, to be hereunto affixed as of the day and year first written.

FIRST NATIONAL CITY BANK

BY

  
E. J. Jaworski  
Trust Officer

[Corporate Seal]

Attest:

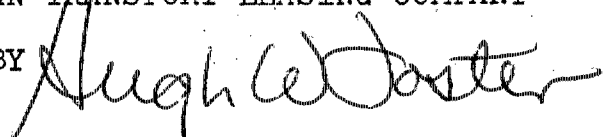


~~Assistant Trust Officer~~

RICHARD D. REIN  
ASSOCIATE TRUST OFFICER

PULLMAN TRANSPORT LEASING COMPANY

BY



Vice President

[Corporate Seal]



Secretary

STATE OF NEW YORK, }  
COUNTY OF NEW YORK, } SS.:

On this 3rd day of October, 1973, before me personally came E. J. Jaworski, to me known, who, being by me duly sworn, says that he resides at 107 Palmer Road, Bannington, New Jersey 08534, that he is a TRUST OFFICER of FIRST NATIONAL CITY BANK, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by authority of the Board of Directors of said corporation, and that he signed his name thereto by like authority.

*John J. Neubauer*  
Notary Public

My Commission Expires

JOHN J. NEUBAUER  
Notary Public, State of New York  
No. 03-2689750  
Qualified in Bronx County  
Certificate filed in New York County  
Term Expires March 30, 1975

[Notarial Seal]

STATE OF ILLINOIS, }  
COUNTY OF C O O K, } SS.:

On this 19th day of June, 1973, before me personally came Hugh W. Foster, to me known, who, being by me duly sworn, says that he resides at Chicago, Illinois, that he is the Vice President of PULLMAN TRANSPORT LEASING COMPANY, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation, and that he signed his name thereto by like order.

*Jerome F. Reszel*  
Notary Public

My Commission Expires Feb. 24, 1974

[Notarial Seal]